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Tesla Machine Company  
n.p., n.d.  
t.d., 8 p. (bylaws)

213808



BY-LAWS

of the

TESLA MACHINE COMPANY.

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ARTICLE I.

MEETING OF STOCKHOLDERS.

Sec. 1: The annual meeting of the stockholders of this Company shall be held at the office of the Corporation on the third Thursday in January of each and every year at 4 P.M. for the election of directors and such other business as may properly come before the meeting. Notice of the time, place and object of such meeting shall be given by publication thereof at least once in each week for two successive weeks immediately preceeding such meeting in the manner required by the Stock Corporation Law and by mailing at least six days previous to such meeting, postage prepaid, a copy of such notice, addressed to each stockholder at his P.O. address as same shall appear on the books of the Company. No business other than that stated in such notice shall be transacted at such meeting without the unanimous consent of all stockholders present thereat in person or by proxy.

Sec. 2: Special meetings of the stockholders other than those regulated by statute may be called at any time by a major-



ity of the directors. It shall also be the duty of the President to call such meeting when requested so to do by one director other than himself, and whenever requested in writing so to do by stockholders owning one-third of the capital stock. A notice of every special meeting, stating the time, place and object thereof, shall be given by mailing, postage prepaid, at least six days before such meeting, a copy of such notice addressed to each stockholder at his post office address as the same appears on the books of the Company.

Sec. 3: At all meetings of stockholders, there shall be present either in person or by proxy stockholders owning at least three-fifths of the capital stock of the Corporation in order to constitute a quorum except at special elections of directors pursuant to the General Corporation Law.

Sec. 4: At all annual meetings of stockholders the right of any stockholder to vote shall be governed and determined as prescribed in the General Corporation Law.

Sec. 5: If for any reason the annual meeting of the stockholders shall not be held as hereinbefore provided, such annual meeting shall be called and conducted as prescribed in the General Corporation Law.

Sec. 6: At all meetings of the stockholders only such persons shall be entitled to vote in person and by proxy who appear as stockholders on the transfer books of the Company for ten days immediately preceeding such meeting.

Sec. 7: At the annual meeting of stockholders the follow-



ing shall be the order of business, viz:

1. Calling the roll.
2. Proof of proper notice of meeting.
3. Report of President.
4. Report of Secretary.
5. Report of Treasurer.
6. Report of Committees.
7. Election of Directors and inspectors of election.
8. Miscellaneous business.

Sec. 8: At all meetings of stockholders all questions, except the question of an amendment to the By-Laws and the election of Directors and inspectors of election, and all such other questions, the manner of deciding which is specially regulated by statute, shall be determined by a majority vote of the stockholders present in person or by proxy; provided, however, that any qualified voter may demand a stock vote and in that case, such stock vote shall be taken immediately, and each stockholder present in person or by proxy shall be entitled to one vote for each share of stock owned by him. All voting shall be 'viva voce', except that a stock vote shall be by ballot, each of which shall state the name of the stockholder voting and the number of shares owned by him, and in addition, if such ballot be cast by a proxy, it shall also state the name of such proxy.

Sec. 9: At special meetings of stockholders the provisions of the General Corporation Law shall apply to the casting of all votes.

## ARTICLE II.

### DIRECTORS.

Sec. 1: The Directors of this Corporation shall be elected by ballot for the term of one year at the annual meeting of the stockholders, except as hereinafter otherwise provided for



filling vacancies. The directors shall be chosen by a plurality of the votes of the stockholders voting either in person or by proxy.

Sec. 2: Vacancies in the Board of Directors occurring during the year, shall be filled for the unexpired term by a majority vote of the remaining directors at any special meeting called for that purpose or at any regular meeting of the Board.

Sec. 3: In case the entire Board of directors shall die or resign, any stockholder may call a meeting in the same manner that the president may call such meeting, and Directors of the unexpired term may be elected at such special meeting in the manner provided for their election at annual meetings.

Sec. 4: The Board of Directors may adopt such rules for the regulation of their meetings and management of the affairs of the Corporation as they may deem proper, not inconsistent with the Laws of the State of New York or their by-laws.

Sec. 5: The Board of Directors shall meet at such regular times as they may fix and whenever called together by the President upon due notice given to each Director. On the written request of any Director, the Secretary shall call a special meeting of the Board.

Sec. 6: All Committees shall be appointed by the Board of Directors.

### ARTICLE III.

#### OFFICERS.

Sec. 1: The Board of Directors immediately after the annual meeting shall choose one of their number by a majority vote



to be President and in the same manner they shall also elect a Vice President, a Treasurer, and a Secretary, and may also appoint such other officers as they may deem necessary. The elected Officers shall serve for one year or until the next annual election. The appointed Officers shall serve during the pleasure of the Board. The Board of Directors shall fix the salaries, if any, that shall be paid to the several Officers of the Company.

Sec. 2: The President shall preside at all meetings of the Board of Directors and shall act as temporary chairman at and call to order all meetings of the stockholders. He shall sign certificates of stock, sign and execute all contracts in the name of the Company when authorized so to do by the Board of Directors, appoint and discharge agents and employees subject to the approval of the Board of Directors, and he shall have the general management of the affairs of the Corporation and perform all the duties incidental to his office. At the annual meeting he shall present a written report to the stockholders, setting forth in full the condition of the Company. He shall countersign all notes or other evidences of indebtedness authorized by the Board of Directors.

Sec. 3: The Vice President shall in the absence or incapacity of the President perform the duties of that office.

Sec. 4: The Treasurer shall have the care and custody of all the funds and securities of the Corporation and deposit the same in the name of the Corporation in such banks as the Directors may elect. He shall sign certificates of stock and all checks, drafts, notes, and orders for the payment of money.



and he shall pay out the funds of the Company as authorized by the President or Board of Directors. He shall keep and have charge of the books of the Company, and at all reasonable times exhibit his books and accounts to any director or stockholder of the Company upon application at the office of the Company during business hours. He shall affix the seal of the Company to all certificates of stock and all other instruments requiring same when so directed by the Board of Directors.

Sec. 5: The Secretary shall keep the minutes of the Board of Directors and also the minutes of the meeting of the stockholders; he shall attend to the giving and serving of all notices of the Company; he shall have charge of such books and papers as the Board may direct; he shall attend to such correspondence as may be assigned to him; and perform all the duties incidental to his office.

#### ARTICLE IV.

#### CAPITAL STOCK.

Sec. 1: Subscriptions to the capital stock must be paid to the Treasurer at such time or times and in such installments as the Board of Directors may by resolution require. Any failure to pay an installment when required to be paid by the Board of Directors shall work a forfeiture of such shares of stock in arrears, pursuant to the Stock Corporation Law.

Sec. 2: Certificates of stock shall be numbered and registered in the order in which they are issued and shall be signed by the President or Vice President and by the Treasurer or Secretary, and the seal of the Corporation shall be affixed



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thereto. All certificates shall be bound in a book and shall be issued in consecutive order therefrom and in the margin thereof shall be entered, the name of the person owning the shares therein represented, the number of shares and the date thereof. All certificates exchanged or returned to the Corporation shall be marked cancelled with the date of cancellation by the Treasurer and shall be immediately pasted in the certificate book opposite the memorandum of its issue.

Sec. 3: Transfers of stock shall only be made on the books of the Company by the holder in person or by power of attorney duly executed and acknowledged and filed with the Treasurer of the Corporation and on surrender of the certificate or certificates of such shares.

Sec. 4: Whenever the capital stock of the Company is increased, each bona fide owner of its stock shall be entitled to purchase, at the par value thereof, an amount of stock in proportion to the number of shares of stock he owns in the corporation at the time of such increase.

#### ARTICLE V.

#### DIVIDENDS.

Sec. 1: Dividends shall be declared and paid out of the surplus profits of the Corporation as often and at such times as the Board of Directors may determine.

#### ARTICLE VI.

#### INSPECTORS.

Sec. 1: Two inspectors of election shall be elected at each annual meeting of the stockholders to serve for one year.



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and if any inspector shall refuse to serve or shall not be present, the meeting may appoint an inspector in his place.

ARTICLE VII.

SEAL.

Sec. 1: The Seal of the Corporation shall be in the form of a circle and shall bear the name of the Corporation and the year of its incorporation.

ARTICLE VIII.

AMENDMENTS.

Sec. 1: These by-laws may be amended at any stockholders meeting by a vote of the stockholders owning a majority of the stock, represented either in person or by proxy, provided the proposed amendment is inserted in the notice of such meeting; they may also be amended at any meeting of the Board of Directors by a three fifths vote of the Directors.



COLUMBIA UNIVERSITY LIBRARIES  
Special Collections  
Spec Ms Coll Tesla

Tesla Machine Company  
New York, 27 Apr 1905  
p.d.s., 2 p. (Stock certificate, one share, made out  
to George Scherff)

213808



INCORPORATED UNDER THE LAWS OF  
NEW YORK



FULL PAID AND NON-ASSESSABLE

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TY

CAPITAL STOCK, \$300,000

This is to Certify that George Scherff is the  
owner of the Shares of the Capital Stock of

TESLA MACHINE COMPANY

transferable only on the books of the Company by the holder thereof in person or by  
duly authorized Attorney upon surrender of this Certificate properly endorsed.

Witness the Seal of the Company and the signatures  
of its duly authorized Officers, this 27 day of April 1905

Langdon Spencer  
The SECRETARY

Wm. Andrews  
President





UNIVERSITY LIBRARIES  
Special Collections

Spec Ms Coll Tesla

Tesla Company, Inc.

New York, 14 July 1917

p.d.s., 2 p. (Stock certificate, 100 shares  
made out to George Scharff)

21380R



SP. 4135-1-02

INCORPORATED  
UNDER LAWS OF

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THE STATE OF  
NEW YORK

100

Tax Paid and Non-Assessable

# Tesla Company

Inc.

(This is to Certify that George Scherff is the  
owner of one hundred shares of the Capital Stock of

Tesla Company Inc.  
transferred to him in the books of the Company by the holder thereof in person or by  
duly authorized Officer upon surrender of this Certificate properly endorsed.

Witness the seal of the Company, and the signatures of its duly authorized officers  
affixed this fourteenth day of July 1911

George Scherff  
SECRETARY

Charles Tool  
PRESIDENT